

RECORDATION NO. 24134 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

SEP 30 '02 1:17 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of September 26, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Clarkesville Leasing Partnership, LLP
c/o Rail Wagon Leasing Limited
Queensgate House
P.O. Box 1093 GT
George Town
Grand Cayman
Cayman Islands

Indenture Trustee: Landesbank Schleswig-Holstein Girozentrale
Martensdamm 6
24103 Kiel
Germany

Mr. Vernon A. Williams
September 30, 2002
Page 2

A description of the railroad equipment covered by the enclosed document
is:

One thousand and seventy-six (1076) railcars within the following series,
each inclusive: AOK 14105 – AOK 14170, FLCX 200200 – FLCX 200429,
IBT 18400 – IBT 18849, PSTX 5000 – PSTX 5030, PSTX 8001 – PSTX
8250, WE 2600 – WE 2649.

A short summary of the document to appear in the index is:

Memorandum of Mortgage.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

24134

FILED

SEP 30 '02

7:17 PM

MEMORANDUM OF MORTGAGE

SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage, made and entered into as of September 30, 2002, between **THE CLARKESVILLE LEASING PARTNERSHIP, LLP** (the "Debtor") and **LANDESBANK SCHLESWIG-HOLSTEIN GIROZENTRALE**, as Indenture Trustee under the Trust Indenture referred to below (together with its successors and permitted assigns, the "Indenture Trustee"). Terms used in this instrument have the meanings assigned thereto in the Trust Indenture and Security Agreement (U.S. INTOL RAIL V) dated as of September __, 2002 among the Debtor, the Indenture Trustee, Last Train Limited, Silentdale Limited, Rail Wagon Leasing Limited, Lloyds TSB Leasing Limited and Landesbank Schleswig-Holstein Girozentrale, as initial lender.

WITNESSETH:

The undersigned has entered into the Trust Indenture, by which it has granted a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease referred to on Exhibit B attached hereto to the Indenture Trustee in order to secure the obligations as described in the Trust Indenture.

* * *

[Memorandum of Mortgage]

IN WITNESS WHEREOF, the Debtor has caused this memorandum to be duly executed by its officer duly authorized as of the date and year first above written.

**THE CLARKESVILLE LEASING
PARTNERSHIP, LLP,**
by Rail Wagon Leasing Limited, its general
partner

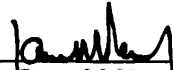
By: 
Name: James M. Vance
Title: Attorney-in-fact

EXHIBIT A

UNITS

[See attached]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	5001
Consumers Energy Company	PSTX	5002
Consumers Energy Company	PSTX	5003
Consumers Energy Company	PSTX	5004
Consumers Energy Company	PSTX	5005
Consumers Energy Company	PSTX	5006
Consumers Energy Company	PSTX	5007
Consumers Energy Company	PSTX	5008
Consumers Energy Company	PSTX	5009
Consumers Energy Company	PSTX	5010
Consumers Energy Company	PSTX	5011
Consumers Energy Company	PSTX	5012
Consumers Energy Company	PSTX	5013
Consumers Energy Company	PSTX	5014
Consumers Energy Company	PSTX	5015
Consumers Energy Company	PSTX	5016
Consumers Energy Company	PSTX	5017
Consumers Energy Company	PSTX	5018
Consumers Energy Company	PSTX	5019
Consumers Energy Company	PSTX	5020
Consumers Energy Company	PSTX	5021
Consumers Energy Company	PSTX	5022
Consumers Energy Company	PSTX	5023
Consumers Energy Company	PSTX	5024
Consumers Energy Company	PSTX	5025
Consumers Energy Company	PSTX	5026
Consumers Energy Company	PSTX	5027
Consumers Energy Company	PSTX	5028
Consumers Energy Company	PSTX	5029
Consumers Energy Company	PSTX	5030
Consumers Energy Company	PSTX	8001
Consumers Energy Company	PSTX	8002
Consumers Energy Company	PSTX	8003
Consumers Energy Company	PSTX	8004
Consumers Energy Company	PSTX	8005
Consumers Energy Company	PSTX	8006
Consumers Energy Company	PSTX	8007
Consumers Energy Company	PSTX	8008
Consumers Energy Company	PSTX	8009
Consumers Energy Company	PSTX	8010
Consumers Energy Company	PSTX	8011
Consumers Energy Company	PSTX	8012
Consumers Energy Company	PSTX	8013
Consumers Energy Company	PSTX	8014
Consumers Energy Company	PSTX	8015
Consumers Energy Company	PSTX	8016
Consumers Energy Company	PSTX	8017
Consumers Energy Company	PSTX	8018
Consumers Energy Company	PSTX	8019
Consumers Energy Company	PSTX	8020
Consumers Energy Company	PSTX	8021

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	8022
Consumers Energy Company	PSTX	8023
Consumers Energy Company	PSTX	8024
Consumers Energy Company	PSTX	8025
Consumers Energy Company	PSTX	8026
Consumers Energy Company	PSTX	8027
Consumers Energy Company	PSTX	8028
Consumers Energy Company	PSTX	8029
Consumers Energy Company	PSTX	8030
Consumers Energy Company	PSTX	8031
Consumers Energy Company	PSTX	8032
Consumers Energy Company	PSTX	8033
Consumers Energy Company	PSTX	8034
Consumers Energy Company	PSTX	8035
Consumers Energy Company	PSTX	8036
Consumers Energy Company	PSTX	8037
Consumers Energy Company	PSTX	8038
Consumers Energy Company	PSTX	8039
Consumers Energy Company	PSTX	8040
Consumers Energy Company	PSTX	8041
Consumers Energy Company	PSTX	8042
Consumers Energy Company	PSTX	8043
Consumers Energy Company	PSTX	8044
Consumers Energy Company	PSTX	8045
Consumers Energy Company	PSTX	8046
Consumers Energy Company	PSTX	8047
Consumers Energy Company	PSTX	8048
Consumers Energy Company	PSTX	8049
Consumers Energy Company	PSTX	8050
Consumers Energy Company	PSTX	8051
Consumers Energy Company	PSTX	8052
Consumers Energy Company	PSTX	8053
Consumers Energy Company	PSTX	8054
Consumers Energy Company	PSTX	8055
Consumers Energy Company	PSTX	8056
Consumers Energy Company	PSTX	8057
Consumers Energy Company	PSTX	8058
Consumers Energy Company	PSTX	8059
Consumers Energy Company	PSTX	8060
Consumers Energy Company	PSTX	8061
Consumers Energy Company	PSTX	8062
Consumers Energy Company	PSTX	8063
Consumers Energy Company	PSTX	8064
Consumers Energy Company	PSTX	8065
Consumers Energy Company	PSTX	8066
Consumers Energy Company	PSTX	8067
Consumers Energy Company	PSTX	8068
Consumers Energy Company	PSTX	8069
Consumers Energy Company	PSTX	8070
Consumers Energy Company	PSTX	8071
Consumers Energy Company	PSTX	8072

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	8073
Consumers Energy Company	PSTX	8074
Consumers Energy Company	PSTX	8075
Consumers Energy Company	PSTX	8076
Consumers Energy Company	PSTX	8077
Consumers Energy Company	PSTX	8078
Consumers Energy Company	PSTX	8079
Consumers Energy Company	PSTX	8080
Consumers Energy Company	PSTX	8081
Consumers Energy Company	PSTX	8082
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Consumers Energy Company	PSTX	8085
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Consumers Energy Company	PSTX	8087
Consumers Energy Company	PSTX	8088
Consumers Energy Company	PSTX	8089
Consumers Energy Company	PSTX	8090
Consumers Energy Company	PSTX	8091
Consumers Energy Company	PSTX	8092
Consumers Energy Company	PSTX	8093
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Consumers Energy Company	PSTX	8095
Consumers Energy Company	PSTX	8096
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Consumers Energy Company	PSTX	8100
Consumers Energy Company	PSTX	8101
Consumers Energy Company	PSTX	8102
Consumers Energy Company	PSTX	8103
Consumers Energy Company	PSTX	8104
Consumers Energy Company	PSTX	8105
Consumers Energy Company	PSTX	8106
Consumers Energy Company	PSTX	8107
Consumers Energy Company	PSTX	8108
Consumers Energy Company	PSTX	8109
Consumers Energy Company	PSTX	8110
Consumers Energy Company	PSTX	8111
Consumers Energy Company	PSTX	8112
Consumers Energy Company	PSTX	8113
Consumers Energy Company	PSTX	8114
Consumers Energy Company	PSTX	8115
Consumers Energy Company	PSTX	8116
Consumers Energy Company	PSTX	8117
Consumers Energy Company	PSTX	8118
Consumers Energy Company	PSTX	8119
Consumers Energy Company	PSTX	8120
Consumers Energy Company	PSTX	8121
Consumers Energy Company	PSTX	8122
Consumers Energy Company	PSTX	8123

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	8124
Consumers Energy Company	PSTX	8125
Consumers Energy Company	PSTX	8126
Consumers Energy Company	PSTX	8127
Consumers Energy Company	PSTX	8128
Consumers Energy Company	PSTX	8129
Consumers Energy Company	PSTX	8130
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Consumers Energy Company	PSTX	8153
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Consumers Energy Company	PSTX	8158
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Consumers Energy Company	PSTX	8162
Consumers Energy Company	PSTX	8163
Consumers Energy Company	PSTX	8164
Consumers Energy Company	PSTX	8165
Consumers Energy Company	PSTX	8166
Consumers Energy Company	PSTX	8167
Consumers Energy Company	PSTX	8168
Consumers Energy Company	PSTX	8169
Consumers Energy Company	PSTX	8170
Consumers Energy Company	PSTX	8171
Consumers Energy Company	PSTX	8172
Consumers Energy Company	PSTX	8173
Consumers Energy Company	PSTX	8174

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	8175
Consumers Energy Company	PSTX	8176
Consumers Energy Company	PSTX	8177
Consumers Energy Company	PSTX	8178
Consumers Energy Company	PSTX	8179
Consumers Energy Company	PSTX	8180
Consumers Energy Company	PSTX	8181
Consumers Energy Company	PSTX	8182
Consumers Energy Company	PSTX	8183
Consumers Energy Company	PSTX	8184
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Consumers Energy Company	PSTX	8186
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Consumers Energy Company	PSTX	8213
Consumers Energy Company	PSTX	8214
Consumers Energy Company	PSTX	8215
Consumers Energy Company	PSTX	8216
Consumers Energy Company	PSTX	8217
Consumers Energy Company	PSTX	8218
Consumers Energy Company	PSTX	8219
Consumers Energy Company	PSTX	8220
Consumers Energy Company	PSTX	8221
Consumers Energy Company	PSTX	8222
Consumers Energy Company	PSTX	8223
Consumers Energy Company	PSTX	8224
Consumers Energy Company	PSTX	8225

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Consumers Energy Company	PSTX	8226
Consumers Energy Company	PSTX	8227
Consumers Energy Company	PSTX	8228
Consumers Energy Company	PSTX	8229
Consumers Energy Company	PSTX	8230
Consumers Energy Company	PSTX	8231
Consumers Energy Company	PSTX	8232
Consumers Energy Company	PSTX	8233
Consumers Energy Company	PSTX	8234
Consumers Energy Company	PSTX	8235
Consumers Energy Company	PSTX	8236
Consumers Energy Company	PSTX	8237
Consumers Energy Company	PSTX	8238
Consumers Energy Company	PSTX	8239
Consumers Energy Company	PSTX	8240
Consumers Energy Company	PSTX	8241
Consumers Energy Company	PSTX	8242
Consumers Energy Company	PSTX	8243
Consumers Energy Company	PSTX	8244
Consumers Energy Company	PSTX	8245
Consumers Energy Company	PSTX	8246
Consumers Energy Company	PSTX	8247
Consumers Energy Company	PSTX	8248
Consumers Energy Company	PSTX	8249
Consumers Energy Company	PSTX	8250

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Wheeling & Lake Erie Railway	WE	2600
Wheeling & Lake Erie Railway	WE	2601
Wheeling & Lake Erie Railway	WE	2602
Wheeling & Lake Erie Railway	WE	2603
Wheeling & Lake Erie Railway	WE	2604
Wheeling & Lake Erie Railway	WE	2605
Wheeling & Lake Erie Railway	WE	2606
Wheeling & Lake Erie Railway	WE	2607
Wheeling & Lake Erie Railway	WE	2608
Wheeling & Lake Erie Railway	WE	2609
Wheeling & Lake Erie Railway	WE	2610
Wheeling & Lake Erie Railway	WE	2611
Wheeling & Lake Erie Railway	WE	2612
Wheeling & Lake Erie Railway	WE	2613
Wheeling & Lake Erie Railway	WE	2614
Wheeling & Lake Erie Railway	WE	2615
Wheeling & Lake Erie Railway	WE	2616
Wheeling & Lake Erie Railway	WE	2617
Wheeling & Lake Erie Railway	WE	2618
Wheeling & Lake Erie Railway	WE	2619
Wheeling & Lake Erie Railway	WE	2620
Wheeling & Lake Erie Railway	WE	2621
Wheeling & Lake Erie Railway	WE	2622
Wheeling & Lake Erie Railway	WE	2623
Wheeling & Lake Erie Railway	WE	2624
Wheeling & Lake Erie Railway	WE	2625
Wheeling & Lake Erie Railway	WE	2626
Wheeling & Lake Erie Railway	WE	2627
Wheeling & Lake Erie Railway	WE	2628
Wheeling & Lake Erie Railway	WE	2629
Wheeling & Lake Erie Railway	WE	2630
Wheeling & Lake Erie Railway	WE	2631
Wheeling & Lake Erie Railway	WE	2632
Wheeling & Lake Erie Railway	WE	2633
Wheeling & Lake Erie Railway	WE	2634
Wheeling & Lake Erie Railway	WE	2635
Wheeling & Lake Erie Railway	WE	2636
Wheeling & Lake Erie Railway	WE	2637
Wheeling & Lake Erie Railway	WE	2638
Wheeling & Lake Erie Railway	WE	2639
Wheeling & Lake Erie Railway	WE	2640
Wheeling & Lake Erie Railway	WE	2641
Wheeling & Lake Erie Railway	WE	2642
Wheeling & Lake Erie Railway	WE	2643
Wheeling & Lake Erie Railway	WE	2644
Wheeling & Lake Erie Railway	WE	2645
Wheeling & Lake Erie Railway	WE	2646
Wheeling & Lake Erie Railway	WE	2647
Wheeling & Lake Erie Railway	WE	2648
Wheeling & Lake Erie Railway	WE	2649

[illegible]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
FirstEnergy Generation Corp. #1	FLCX	200250
FirstEnergy Generation Corp. #1	FLCX	200251
FirstEnergy Generation Corp. #1	FLCX	200252
FirstEnergy Generation Corp. #1	FLCX	200253
FirstEnergy Generation Corp. #1	FLCX	200254
FirstEnergy Generation Corp. #1	FLCX	200255
FirstEnergy Generation Corp. #1	FLCX	200256
FirstEnergy Generation Corp. #1	FLCX	200257
FirstEnergy Generation Corp. #1	FLCX	200258
FirstEnergy Generation Corp. #1	FLCX	200259
FirstEnergy Generation Corp. #1	FLCX	200260
FirstEnergy Generation Corp. #1	FLCX	200261
FirstEnergy Generation Corp. #1	FLCX	200262
FirstEnergy Generation Corp. #1	FLCX	200263
FirstEnergy Generation Corp. #1	FLCX	200264
FirstEnergy Generation Corp. #1	FLCX	200265
FirstEnergy Generation Corp. #1	FLCX	200266
FirstEnergy Generation Corp. #1	FLCX	200267
FirstEnergy Generation Corp. #1	FLCX	200268
FirstEnergy Generation Corp. #1	FLCX	200269
FirstEnergy Generation Corp. #1	FLCX	200270
FirstEnergy Generation Corp. #1	FLCX	200271
FirstEnergy Generation Corp. #1	FLCX	200272
FirstEnergy Generation Corp. #1	FLCX	200273
FirstEnergy Generation Corp. #1	FLCX	200274
FirstEnergy Generation Corp. #1	FLCX	200275
FirstEnergy Generation Corp. #1	FLCX	200276
FirstEnergy Generation Corp. #1	FLCX	200277
FirstEnergy Generation Corp. #1	FLCX	200278
FirstEnergy Generation Corp. #1	FLCX	200279
FirstEnergy Generation Corp. #1	FLCX	200280
FirstEnergy Generation Corp. #1	FLCX	200281
FirstEnergy Generation Corp. #1	FLCX	200282
FirstEnergy Generation Corp. #1	FLCX	200283
FirstEnergy Generation Corp. #1	FLCX	200284
FirstEnergy Generation Corp. #1	FLCX	200285
FirstEnergy Generation Corp. #1	FLCX	200286
FirstEnergy Generation Corp. #1	FLCX	200287
FirstEnergy Generation Corp. #1	FLCX	200288
FirstEnergy Generation Corp. #1	FLCX	200289
FirstEnergy Generation Corp. #1	FLCX	200290
FirstEnergy Generation Corp. #1	FLCX	200291
FirstEnergy Generation Corp. #1	FLCX	200292
FirstEnergy Generation Corp. #1	FLCX	200293
FirstEnergy Generation Corp. #1	FLCX	200294
FirstEnergy Generation Corp. #1	FLCX	200295
FirstEnergy Generation Corp. #1	FLCX	200296
FirstEnergy Generation Corp. #1	FLCX	200297
FirstEnergy Generation Corp. #1	FLCX	200298
FirstEnergy Generation Corp. #1	FLCX	200299

[illegible]

[illegible]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
FirstEnergy Generation Corp. #2	FLCX	200401
FirstEnergy Generation Corp. #2	FLCX	200402
FirstEnergy Generation Corp. #2	FLCX	200403
FirstEnergy Generation Corp. #2	FLCX	200404
FirstEnergy Generation Corp. #2	FLCX	200405
FirstEnergy Generation Corp. #2	FLCX	200406
FirstEnergy Generation Corp. #2	FLCX	200407
FirstEnergy Generation Corp. #2	FLCX	200408
FirstEnergy Generation Corp. #2	FLCX	200409
FirstEnergy Generation Corp. #2	FLCX	200410
FirstEnergy Generation Corp. #2	FLCX	200411
FirstEnergy Generation Corp. #2	FLCX	200412
FirstEnergy Generation Corp. #2	FLCX	200413
FirstEnergy Generation Corp. #2	FLCX	200414
FirstEnergy Generation Corp. #2	FLCX	200415
FirstEnergy Generation Corp. #2	FLCX	200416
FirstEnergy Generation Corp. #2	FLCX	200417
FirstEnergy Generation Corp. #2	FLCX	200418
FirstEnergy Generation Corp. #2	FLCX	200419
FirstEnergy Generation Corp. #2	FLCX	200420
FirstEnergy Generation Corp. #2	FLCX	200421
FirstEnergy Generation Corp. #2	FLCX	200422
FirstEnergy Generation Corp. #2	FLCX	200423
FirstEnergy Generation Corp. #2	FLCX	200424
FirstEnergy Generation Corp. #2	FLCX	200425
FirstEnergy Generation Corp. #2	FLCX	200426
FirstEnergy Generation Corp. #2	FLCX	200427
FirstEnergy Generation Corp. #2	FLCX	200428
FirstEnergy Generation Corp. #2	FLCX	200429

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
BC Rail Partnership	AOK	14105
BC Rail Partnership	AOK	14106
BC Rail Partnership	AOK	14107
BC Rail Partnership	AOK	14108
BC Rail Partnership	AOK	14109
BC Rail Partnership	AOK	14110
BC Rail Partnership	AOK	14111
BC Rail Partnership	AOK	14112
BC Rail Partnership	AOK	14113
BC Rail Partnership	AOK	14114
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BC Rail Partnership	AOK	14128
BC Rail Partnership	AOK	14129
BC Rail Partnership	AOK	14130
BC Rail Partnership	AOK	14131
BC Rail Partnership	AOK	14132
BC Rail Partnership	AOK	14133
BC Rail Partnership	AOK	14134
BC Rail Partnership	AOK	14135
BC Rail Partnership	AOK	14136
BC Rail Partnership	AOK	14137
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BC Rail Partnership	AOK	14140
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BC Rail Partnership	AOK	14142
BC Rail Partnership	AOK	14143
BC Rail Partnership	AOK	14144
BC Rail Partnership	AOK	14145
BC Rail Partnership	AOK	14146
BC Rail Partnership	AOK	14147
BC Rail Partnership	AOK	14148
BC Rail Partnership	AOK	14149
BC Rail Partnership	AOK	14150
BC Rail Partnership	AOK	14151
BC Rail Partnership	AOK	14152
BC Rail Partnership	AOK	14153
BC Rail Partnership	AOK	14154

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
BC Rail Partnership	AOK	14155
BC Rail Partnership	AOK	14156
BC Rail Partnership	AOK	14157
BC Rail Partnership	AOK	14158
BC Rail Partnership	AOK	14159
BC Rail Partnership	AOK	14160
BC Rail Partnership	AOK	14161
BC Rail Partnership	AOK	14162
BC Rail Partnership	AOK	14163
BC Rail Partnership	AOK	14164
BC Rail Partnership	AOK	14165
BC Rail Partnership	AOK	14166
BC Rail Partnership	AOK	14167
BC Rail Partnership	AOK	14168
BC Rail Partnership	AOK	14169
BC Rail Partnership	AOK	14170

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Bombardier Capital Rail Inc.	IBT	18400
Bombardier Capital Rail Inc.	IBT	18401
Bombardier Capital Rail Inc.	IBT	18402
Bombardier Capital Rail Inc.	IBT	18403
Bombardier Capital Rail Inc.	IBT	18404
Bombardier Capital Rail Inc.	IBT	18405
Bombardier Capital Rail Inc.	IBT	18406
Bombardier Capital Rail Inc.	IBT	18407
Bombardier Capital Rail Inc.	IBT	18408
Bombardier Capital Rail Inc.	IBT	18409
Bombardier Capital Rail Inc.	IBT	18410
Bombardier Capital Rail Inc.	IBT	18411
Bombardier Capital Rail Inc.	IBT	18412
Bombardier Capital Rail Inc.	IBT	18413
Bombardier Capital Rail Inc.	IBT	18414
Bombardier Capital Rail Inc.	IBT	18415
Bombardier Capital Rail Inc.	IBT	18416
Bombardier Capital Rail Inc.	IBT	18417
Bombardier Capital Rail Inc.	IBT	18418
Bombardier Capital Rail Inc.	IBT	18419
Bombardier Capital Rail Inc.	IBT	18420
Bombardier Capital Rail Inc.	IBT	18421
Bombardier Capital Rail Inc.	IBT	18422
Bombardier Capital Rail Inc.	IBT	18423
Bombardier Capital Rail Inc.	IBT	18424
Bombardier Capital Rail Inc.	IBT	18425
Bombardier Capital Rail Inc.	IBT	18426
Bombardier Capital Rail Inc.	IBT	18427
Bombardier Capital Rail Inc.	IBT	18428
Bombardier Capital Rail Inc.	IBT	18429
Bombardier Capital Rail Inc.	IBT	18430
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Bombardier Capital Rail Inc.	IBT	18436
Bombardier Capital Rail Inc.	IBT	18437
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Bombardier Capital Rail Inc.	IBT	18439
Bombardier Capital Rail Inc.	IBT	18440
Bombardier Capital Rail Inc.	IBT	18441
Bombardier Capital Rail Inc.	IBT	18442
Bombardier Capital Rail Inc.	IBT	18443
Bombardier Capital Rail Inc.	IBT	18444
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Bombardier Capital Rail Inc.	IBT	18446
Bombardier Capital Rail Inc.	IBT	18447
Bombardier Capital Rail Inc.	IBT	18448
Bombardier Capital Rail Inc.	IBT	18449

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
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Bombardier Capital Rail Inc.	IBT	18461
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Bombardier Capital Rail Inc.	IBT	18472
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Bombardier Capital Rail Inc.	IBT	18479
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Bombardier Capital Rail Inc.	IBT	18500

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Bombardier Capital Rail Inc.	IBT	18504
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Bombardier Capital Rail Inc.	IBT	18550
Bombardier Capital Rail Inc.	IBT	18551

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
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Bombardier Capital Rail Inc.	IBT	18570
Bombardier Capital Rail Inc.	IBT	18571
Bombardier Capital Rail Inc.	IBT	18572
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Bombardier Capital Rail Inc.	IBT	18574
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Bombardier Capital Rail Inc.	IBT	18576
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Bombardier Capital Rail Inc.	IBT	18600
Bombardier Capital Rail Inc.	IBT	18601
Bombardier Capital Rail Inc.	IBT	18602

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Bombardier Capital Rail Inc.	IBT	18651
Bombardier Capital Rail Inc.	IBT	18652
Bombardier Capital Rail Inc.	IBT	18653

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
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Bombardier Capital Rail Inc.	IBT	18702
Bombardier Capital Rail Inc.	IBT	18703
Bombardier Capital Rail Inc.	IBT	18704

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
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Bombardier Capital Rail Inc.	IBT	18706
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Bombardier Capital Rail Inc.	IBT	18754
Bombardier Capital Rail Inc.	IBT	18755

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
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Bombardier Capital Rail Inc.	IBT	18806

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Bombardier Capital Rail Inc.	IBT	18843
Bombardier Capital Rail Inc.	IBT	18844
Bombardier Capital Rail Inc.	IBT	18845
Bombardier Capital Rail Inc.	IBT	18846
Bombardier Capital Rail Inc.	IBT	18847
Bombardier Capital Rail Inc.	IBT	18848
Bombardier Capital Rail Inc.	IBT	18849

Exhibit B
to Memorandum of Mortgage

List of Leases and Other Operative Agreements

Lease No. 1 – Consumers Energy Company

Railroad Equipment Lease dated as of November 28, 2001, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (as assignee of Joseph Transportation Services, Inc.)) and Consumers Energy Company.

Memorandum of Railroad Equipment Lease Agreement entered into November 28, 2001, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (as assignee of Joseph Transportation Services, Inc.)) and Consumers Energy Company.

Acceptance Certificate dated as of January 11, 2001, covering 135 Aluminum Bethgon Coal Porters bearing reporting marks PSTX 8001 – 8135.

Acceptance Certificate dated as of January 21, 2002, covering 135 Aluminum Bethgon Coal Porters bearing reporting marks PSTX 5001 – 5020, inclusive; and PSTX 8136 – 8250, inclusive.

Acceptance Certificate dated as of January 23, 2002, covering 10 Aluminum Bethgon Coal Porters bearing reporting marks PSTX 5021 – 5030, inclusive.

Assignment and Assumption Agreement dated as of December 11, 2001, between Joseph Transportation Services, Inc. and Joseph Leasing Ltd.

Notice of Assignment of Lease and Acknowledgement by Lessee dated as of May 3, 2002, among Joseph Transportation Services, Inc., Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd.) and Consumers Energy Company.

Memorandum of Assignment and Assumption Agreement dated December 11, 2001 between Joseph Transportation Services, Inc. and Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd.).

Warranty Bill of Sale dated December 14, 2001, covering 135 Aluminum Bethgon Coal Porters bearing reporting marks PSTX 8001-8235, inclusive, from Johnstown America Corporation to Joseph Transportation Services, Inc.

Warranty Bill of Sale dated January 17, 2002, covering 145 Aluminum Bethgon Coal Porters bearing reporting marks PSTX 8136-8250, inclusive and PSTX 5001-5030, inclusive, from Johnstown America Corporation to Joseph Transportation Services, Inc.

Assignment and Assumption of Obligations dated as of July 26, 2002, between Joseph Transportation Services, Inc., as assignor and Babcock & Brown Rail Funding LLC, as assignee.

Warranty Assignment dated as of July 26, 2002, between Joseph Leasing Ltd. and Babcock & Brown Rail Funding LLC.

Manufacturers Consent dated July 26, 2002, by Johnstown America Corporation.

Lease No. 2 – Wheeling & Lake Erie Railway

Railroad Equipment Lease dated as of January 30, 1998, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Memorandum of Railroad Equipment Lease Agreement dated as of January 30, 1998, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Amendment No. 1 to the Railroad Equipment Lease entered into November 20, 1998, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Memorandum of Railroad Equipment Lease Amendment No. 1 dated as of November 20, 1998, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Amendment No. 2 to the Railroad Equipment Lease entered into January 12, 2001, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Memorandum of Amendment No. 2 to the Railroad Equipment Lease entered into January 12, 2001, between Babcock & Brown Rail Funding LLC (as assignee of Joseph Leasing Ltd. (f/k/a DJJ Leasing Ltd.)) and Wheeling & Lake Erie Railway.

Acceptance Certificate dated as of April 22, 1998, covering 50 Mill Gondolas bearing reporting marks WE 2600 – 2649, inclusive.

Lease No. 3 – FirstEnergy Generation Corp. #1

Master Car Lease Agreement dated as of June 26, 2002 between Babcock & Brown Rail Funding LLC (as assignee of Flex Leasing Corporation), as lessor, and FirstEnergy Generation Corp., as lessee.

Schedule No. 01 to Master Car Lease Agreement dated as of June 26, 2002 between Babcock & Brown Rail Funding LLC (as assignee of Flex Leasing Corporation), as lessor, and FirstEnergy Generation Corp., as lessee.

Memorandum of Lease of Railcars [FLC] dated as of June 28, 2002 between Babcock & Brown Rail Funding LLC (as assignee of Flex Leasing Corp.), as lessor, and FirstEnergy Generation Corp., as lessee.

Lease No. 4 – FirstEnergy Generation Corp. #2

Master Car Lease Agreement dated as of June 26, 2002 between Babcock & Brown Rail Funding LLC (as assignee of Flex Leasing Corporation), as lessor, and FirstEnergy Generation Corp., as lessee.

Schedule No. 02 to Master Car Lease Agreement dated as of June 26, 2002 between Babcock & Brown Rail Funding LLC (as assignee of Flex Leasing Corporation), as lessor, and FirstEnergy Generation Corp., as lessee.

Memorandum of Lease of Railcars [FLC] dated as of August 14, 2002 between Babcock & Brown Rail Funding LLC., as lessor, and FirstEnergy Generation Corp., as lessee.

Lease No. 5 – BC Rail Partnership

Lease Agreement made as of March 1, 2002, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Corporation) and BC Rail Partnership.

Schedule No. 01 to Lease Agreement made as of March 1, 2002, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Corporation) and BC Rail Partnership.

Memorandum of Lease Agreement dated March 1, 2002, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Corporation) and BC Rail Partnership.

Bill of Sale dated May 1, 2002, from Gunderson, Inc. to the Greenbrier Leasing Corporation.

Certificate of Acceptance dated July 16, 2002, covering 66 Plate F Boxcars bearing reporting marks AOK14105-14170 inclusive, by BC Rail Partnership.

Certificate of Acceptance dated April 16, 2002, covering 11 Plate F Boxcars bearing reporting marks AOK14117, 14121, and 14160-14168 inclusive, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 17, 2002, covering 10 Plate F Boxcars bearing reporting marks AOK14129-14133 inclusive, 14137, 14138, 14159, 14169 and 14170, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 18, 2002, covering 2 Plate F Boxcars bearing reporting marks AOK14140 and 14141, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 19, 2002, covering 2 Plate F Boxcars bearing reporting marks AOK14143 and 14144, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 10, 2002, covering 4 Plate F Boxcars bearing reporting marks AOK14107, 14113, 14125 and 14128, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 11, 2002, covering 10 Plate F Boxcars bearing reporting marks AOK14105, 14108, 14111, 14112, 14114, 14115, 14126, 14134, 14135 and 14142, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 12, 2002, covering 8 Plate F Boxcars bearing reporting marks AOK14116, 14118-14120 inclusive, 14122 - 14124 inclusive and 14146, by Greenbrier Leasing Corporation.

Certificate of Acceptance dated April 15, 2002, covering 19 Plate F Boxcars bearing reporting marks AOK14106, 14109, 14110, 14127, 14136, 14139, 14145, and 14147 – 14158 inclusive, by Greenbrier Leasing Corporation.

Manufacturers Consent dated July 25, 2002 by Gunderson, Inc.

Warranty Assignment [GLC] dated as of July 25, 2002 between Greenbrier Leasing Corporation, as assignor, and Babcock & Brown Rail Funding LLC as assignee.

Lease No. 6 – Bombardier Capital Rail Inc.

Master Railcar Lease dated as of July 25, 2002, between Babcock & Brown Rail Funding LLC and Bombardier Capital Rail Inc.

Schedule No. 01 to Master Railcar Lease dated as of July 25, 2002 between Babcock & Brown Rail Funding LLC and Bombardier Capital Rail Inc.

Memorandum of Lease and Security Interest in Respect of Railcars dated as of July 25, 2002, between Babcock & Brown Rail Funding LLC and Bombardier Capital Rail Inc.

Warranty Assignment dated as of July 25, 2002 between Bombardier Capital Rail Inc. and Babcock & Brown Rail Funding LLC.

Bill of Sale dated as of May 31, 2002 from Greenbrier Leasing Corporation.

Bill of Sale dated as of July 12, 2002 from Greenbrier Leasing Corporation.

Manufacturer Consent and Agreement dated May 31, 2002 by Gunderson, Inc.

Manufacturer Consent and Agreement dated July 12, 2002 by Gunderson, Inc.

Manufacturer's Consent dated July 25, 2002 by Gunderson, Inc.

Keepwell Agreement dated as of July 25, 2002 between Bombardier Capital Rail Inc. and Babcock & Brown Rail Funding LLC.

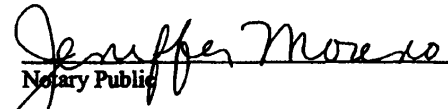
Guaranty Agreement dated as of July 25, 2002 between Bombardier Capital Rail Inc. and Babcock & Brown Rail Funding LLC.

NYC1 #497776 v1

[Memorandum of Mortgage]

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 23rd day of September in the year 2002 before me personally came James M. Vance to me known, who, being by me duly sworn, did depose and say that he resides at 56 Whittredge Road, Summit, NJ 07901; that he is the Attorney-in-fact duly appointed of the THE CLARKESVILLE LEASING PARTNERSHIP, LLP, by Rail Wagon Leasing Limited, its general partner, the corporation described in and which executed the above instrument; and that he/she/they signed his/her their name(s) thereto by authority of the board of directors of said corporation.


Notary Public

[Notarial Seal]

Jennifer Moreno
Notary Public, State of New York
No. 012M06096946
Qualified in Queens County
Commission Expires January 24, 2006

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Mortgage with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2002 Edward M. Luria
Edward M. Luria